### FORM D

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6) AND/OR**

UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL							
OMB NUMBER: Expires: Estimated average bi hours per response							

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Prefix			Serial
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	Date F	Received	
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<b>5</b> \-	n amendment and name has changed, and indicate change	.)
Sale of Limited Partnership Interests in Mi		
Filing Under (Check box(es) that apply):		ection of HEEPHOR
Type of Filing: ☑ New Filing ☐ /	Amendment	
	A. BASIC IDENTIFICATION DATA	OCT 11 5 2007
1. Enter the information requested about t	he issuer	2 001 0 5 2007
Name of Issuer ( Check if this is an ar	nendment and name has changed, and indicate change.)	
Mistral Equity Partners, LP		
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephuna Nurther (trullading Area Code)
1325 Avenue of the Americas, 34th Flr, Ne	ew York, NY 10019	(212) 616-3721
Address of Principal Business Operations	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)		
Brief Description of Business		
•		î îddîrî berik îddir derik îddir renk aran berik fan her
Investment partnership.		
Type of Business Organization	<del></del> -	07070400
□ corporation	□ limited partnership, already formed     □ 0	ther (pl 07079409
□ business trust	☐ limited partnership, to be formed	
	<u>Month</u> <u>Yea</u>	<u>r_</u>
	Month Yea	r 7
Actual or Estimated Date of Incorporation	or Organization:	7 ⊠ Actual ☐ Estimated
	0 1	7 ⊠ Actual ☐ Estimated
	or Organization:	7 ⊠ Actual ☐ Estimated

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File; All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually 10 2017

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offermation requested. any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and PNANCIAL Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	□ General Partner
Full Name (Last name first, if ind	ividual)			·	
Mistral Equity GP, LLC					
Business or Residence Address	(Numbe	er and Street, City, State, Z	ip Code)		
1325 Avenue of the Americas, 34	th Fir, New York,	NY 10019			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	
Full Name (Last name first, if ind	ividual)				
Mistral Capital Management, LLC		··			
Business or Residence Address	(Numb	er and Street, City, State, 2	ip Code)		
1325 Avenue of the Americas, 34	th Flr, New York,				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	
Full Name (Last name first, if ind	ividual)				
Heyer, Andrew R.					
Business or Residence Address	(Numb	er and Street, City, State, 2	ip Code)		
1325 Avenue of the Americas, 34	th Fir, New York,	NY 10019			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)	··· <del>····</del>			
JMoler Investment Company, LLO	C				
Business or Residence Address		er and Street, City, State, 2	Cip Code)		
1800 Moler Road, Columbus, OF	I 4320 <b>7</b>				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
					<del></del>
Business or Residence Address	(Numb	er and Street, City, State, 2	ip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)		<del></del>		
Business or Residence Address	(Numb	er and Street, City, State, 2	Lip Code)	<del> </del>	
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)		•		
<u> </u>					
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Full Name (Last name first, if ind	lividual)				Managing Partner
Business or Residence Address	(Numb	er and Street, City, State, 2	Lip Code)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)		<del></del>	\ <u>-</u>	
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		<u> </u>
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				<u> </u>
Business or Residence Address	(Numb	er and Street, City, State, 2	(ip Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				<u> </u>
Business or Residence Address	(Numb	er and Street, City, State, 2	(ip Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	ip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)		· · · · · · · · · · · · · · · · · · ·		
Business or Residence Address	(Numb	er and Street, City, State, 2	ip Code)		

		· · · · · · · · · · · · · · · · · · ·		B. INF	ORMATIO	N ABOUT	OFFERI	NG				
1. Has the is	suer sold, or	r does the is	suer intend	to sell, to	non accredit	ted investor	s in this of	fering?				<b>₫</b> 10
1. 1145 516 15	<b>540. 5</b> 51 <b>4</b> , 5.				Appendix, (							
											\$_5,000,0	nol
2. What is th	e minimum	investmen	t that will b	e accepted	trom any in	dividual?						10 
3. Does the o	offering pen	mit joint ow	vnership of	a single un	it?.,					*********		)
nerson or	tion for sol agent of a ersons to be	icitation of broker or de listed are a	purchasers ealer registe ssociated p	in connect ered with the	has been oution with some SEC and out out of the second output output output output output output output output ou	ales of secu for with a s	urities in th tate or state	ie offering. es. list the n	If a perso ame of the	n to be his broker or	ited is an dealer. If	associated more than
Forum Capita	al Securities	s, L.L.C.										
Business or F	Residence A	ddress (Nu	mber and S	treet, City,	State, Zip C	ode)						
Two Grand C	Central Tow	er, 140 East	t 45th Stree	t, 23rd Flo	or, New Yor	k, NY 100	17					
Name of Ass												
States in Whi			Solicited or dividual Sta			hasers					Ø	All States
(Check	[AK]	[AZ]	(AR)	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
(IL)	[N]	[[A]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[N]]	[NM]	[NY]	[NC]	[ND]	[HO]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]_	[VA] _	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (L	ast name fi	rst, if indivi	idual)					-				
N/A												
Business or F	Residence A	ddress (Nu	mber and S	treet, City,	State, Zip C	ode)	•					
Name of Ass	ociated Bro	ker or Deal	er									
States in Wh								-				All States
(Check "	All States" [AK]	or cneck in	aiviauai Su [AR]	(CA)	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	(ID)
(742) (1 <b>L</b> )	[N]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[נא]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
(RI)	[SC]	[SD]	[TN]	[TX]	(UT)	[VT]	[VA]	[WA]	[WV]	[WI]_	[WY]	[PR]
Full Name (L		rst, if indivi	idual)					_				
N/A												
Business or I	Residence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)				_		
Name of Ass	ociated Bro	ker or Deal	ег		_							
	ich Person I	Listed Has S	Solicited or	Intends to	Solicit Purc	hasers	<u> </u>				🗖 Al	II States
States in Wh		OF CHECK III		[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
States in Wh (Check "		[AZ]	[AR]	[Crt]								
(Check "	(AK)	[AZ] [IA]	(AR) (KS)	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	(MO)
(Check " [AL]	[AK]	• -			-	[ME] [NY]		[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	(MO) [PA]

<sup>(</sup>Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

<sup>&</sup>lt;sup>1</sup> Subject to waiver by the General Partner.

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$_0	<b>s</b> _0
Equity		\$_0
□ Common □ Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests		_
Other (Specify)		\$
Total		\$226,690,0 <u>01</u>
Answer also in Appendix, Column 3, if filing under ULOE.		
<ol> <li>Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."</li> </ol>	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	79	\$226,690,001 <sup>3</sup>
Non-accredited Investors	0	<u> 0</u>
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
Type of offering	Type of Security	Dollar Amoun Sold
Rule 505	N/A	
Regulation A	N/A	
Rule 504	N/A	\$ <u>0</u>
Total	N/A	\$ <u>0</u>
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees		<b>\$_0</b>
Printing and Engraving Costs		\$ <u>1,247</u>
Legal Fees		<b>S</b> <u>723,320</u>
Accounting Fees		<u> </u>
Engineering Fees		s <u> </u>
Sales Commissions (specify finders' fees separately)		<b>\$</b> 0
Other Expenses (identify) Organizational Expenses; Blue Sky Filing Fees		\$ <u>100,647</u>
Total		\$ <u>825,214</u>

<sup>&</sup>lt;sup>2</sup> Includes commitments from the general partner and an employee co-investment fund.

<sup>3</sup> \$22,000,000 of the Limited Partnership Interests was purchased by four foreign investors.

_	C. OFFERING PRICE	NUMBER OF INVESTORS, EXPENSES AND USE C	)FP	ROC	EEDS		
	and total expenses furnished in response t "adjusted gross proceeds to the issuer."  Indicate below the amount of the adjusted grused for each of the purposes shown. If the estimate and check the box to the left of the	o Part C - Question 1 o Part C - Question 1 o Part C - Question 4.a. This difference is the cost proceeds to the issuer used or proposed to be unount for any purpose is not known, furnish an estimate. The total of the payments listed must equal					\$499,174,786
	the adjusted gross proceeds to the issuer set (	orth in response to Part C - Question 4.b above.		Ói Di	ments to ficers, rectors, & filiates	1	Payments To Others
	Salaries and fees		0	<b>S</b>	•		\$ <u></u>
					0		<b>\$</b>
	Purchase, rental or leasing and installation	on of machinery and equipment	0	<b>S_</b>	0		\$ <u> </u>
	_	s and facilities		<b>S</b>	0		\$ <u>0</u>
	Acquisition of other businesses (includir offering that may be used in exchange for	g the value of securities involved in this					<b>s</b> 0
	Repayment of indebtedness			<b>s</b>	0		<b>S</b> 0
	Working Capital			<b>s</b>	0	×	\$ <u>499,174,786</u>
	Other (specify):			<b>\$</b>	0		<u>\$</u>
				<b>S</b>	0		\$0
	Column Totals			<b>s</b>	•	×	\$ <u> </u>
	Total Payments Listed (column totals ad-	ded)			<b>⊠ \$_</b>	199,	174,786**
		D. FEDERAL SIGNATURE					
	following signature constitutes an undertaking	ned by the undersigned duly authorized person. If this noting by the issuer to furnish to the U.S. Securities and Exchanges and exchanges and exchanges are to any non-accredited investor pursuant to paragraphs.	nge (	omi	nission, ur	on v	5, the vritten request
M By	suer (Print or Type) istral Equity Partners, LP istral Equity GP, LLC, as General interret	Glidew R. Hug		Dat	10,13		)7
Nε	ame of Signer (Print or Type)	Title of Signer (Print or Type)			1	7	
Αı	ndrew R. Heyer	Managing Member of Mistral Equity GP, LLC				1	
_							

• The issuer will pay Mistral Capital Management, LLC., an annual management fee based initially upon a percentage of committed capital.
•• Minus the Management Fee.

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

#### 

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date / /
Mistral Equity Partners, LP By: Mistral Equity GP, LLC, as General Partner	Chalew R. Huga	10/3/07
Name of Signer (Print or Type)	Title of Signer (Print or Type)	1 1
Andrew R. Heyer	Managing Member of Mistral Equity GP, LLC	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	to non-a	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	Limited Partnership Interests \$500,000,000	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL										
AK										
AZ										
AR										
CA		×	Х	3	\$9,005,000	0	0		⊠	
СО										
СТ		⊠	х	l	\$1,000,000	0	0		Ø	
DE		⊠	х	1	\$250,000	0	0		☒	
DC		.⊠	х	1	<b>\$</b> 1,000,000	0	0		☒	
FL		⊠	х	6	\$9,625,000	0	0		⊠	
GA			х	3	\$9,150,000	0	0			
НІ										
ID										
IL		×	х	2	\$14,500,000	0	0		⊠	
IN		×	Х	1	<b>\$</b> 4,375,000	0	0		☒	
IA										
KS										
KY						l				
LA										
ME										
MD								0		
МА		⊠	х	2	\$2,500,000	0	0		Ø	
MI										
MN										
MS										
МО										
MT										
NE								□		
NV										
NH										

## APPENDIX

1	to non-a	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C Item 1)	Type of security Type of investor and explana daggregate fering price fered in state Disquali under State (if yes, explana waiver greater in state (Part C-Item 2)		Type of investor and amount purchased in State			ate ULOE attach ation of granted)
State	Yes	No	Limited Partnership Interests \$500,000,000	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NJ		×	х	9	\$10,095,000	0	0		☒
NM									
NY		☒	х	33	<b>\$</b> 48,718,750	0	0		☒
NC		⊠	Х	1	\$1,000,000	0	0		×
ND									
ОН		⊠	х	7	<b>\$</b> 40,900,000	0	0		×
ОК									
OR									
PA									
RI		⊠	х	2	\$1,000,000	0	0		☒
SC									
SD									
TN									
TX		☒	Х	2	\$7,800,000	0	0		☒
UT									
VT									
VA									
WA									
wv									
WI									
WY									
PR									